

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

BOLLENBACH ENTERPRISES LIMITED
PARTNERSHIP, on behalf of itself and all
other similarly situated,

Plaintiff,

vs.

OKLAHOMA ENERGY ACQUISITIONS
LP; ALTA MESA SERVICES, LP; and
ALTA MESA HOLDINGS, LP (including
affiliated predecessors and affiliated
successors),

Defendants.

Case No. 5:17-CV-00134-HE

**DECLARATION OF JENNIFER M. KEOUGH REGARDING
DISTRIBUTION OF SETTLEMENT PROCEEDS**

I, JENNIFER M. KEOUGH, declare as follows:

1. As stated in my Declaration dated February 8, 2018, I am the Chief Executive Officer of JND Legal Administration LLC (“JND”). JND is serving as the Settlement Administrator (“Administrator”) in the above-captioned litigation (“Action”) pursuant to the Order Preliminarily Approving Class Settlement, Approving Form of Notice to Class Members, and Setting Date for Settlement Fairness Hearing dated December 7, 2017 (“Order”, Docket No. 40). This Declaration is based on my personal knowledge, as well as upon information provided to me by experienced JND employees, and if called upon to do so, I could and would testify competently thereto.

2. Pursuant to the Court’s Plan of Allocation and Distribution Order dated March 12, 2018 (“Distribution Order”), JND has completed the distribution of the Settlement Proceeds. The Settlement Proceeds totaled \$4,737,584.06, comprising an

initial deposit of \$4,732,028.55 on January 4, 2018, and a supplemental deposit of \$5,555.51 on March 7, 2018.

ATTORNEY FEES AND EXPENSES

3. On April 18, 2018, JND effected a wire transfer in the sum of \$1,623,339.70, representing payment of Attorneys' Fees to Class Counsel in the total amount of \$1,576,361.67 and Litigation Expenses to Class Counsel in the total amount of \$48,978.03.

CLASS REPRESENTATIVE AWARD

4. On April 20, 2018, JND issued a check made payable to Bollenbach Enterprises LP in the sum of \$70,936.27, representing Plaintiff's Class Representative Award.

MONIES PAYABLE TO OPT-OUTS

5. On April 20, 2018, JND issued a check made payable to Alta Mesa Services, LP in the sum of \$7,647.24, representing payment of the Monies Payable to Opt-Outs.

NON-DISTRIBUTABLE FUNDS

6. Prior to distribution, Class Counsel identified funds totaling \$1,200.06 allocated to entities that were excluded from the Settlement Class.

CLASS MEMBER BENEFITS

7. On May 31, 2018, JND issued Distribution Checks to 2,726 Class Members with a total value of \$2,857,707.30, or 95.465% of the Net Settlement Amount. Each Distribution Check was accompanied by a Class Well Summary identifying the well(s)

for which payment was being made. Distribution Checks in excess of \$600 were also accompanied by Form 1099-MISC.

8. Initially JND was unable to confirm the name and Tax ID information for 35 Class Members whose benefit exceeded \$600 and needed to be sent a Form 1099-MISC. JND mailed a letter to these Class Members requesting updated name and Tax ID information. In total JND received 28 responses to these requests and issued Distribution Checks totaling \$44,891.54. The total undistributable amount allocated to the seven (7) Class Members who did not respond is \$6,414.49.

9. JND was unable to issue Distribution Checks to 309 Class Members, as no mailing information was available. The total value of payments allocated to those Class Members was \$84,447.48. JND was subsequently contacted by the beneficiaries of the estate of one such Class Member with a request to issue payment to the beneficiaries. After reviewing the estate documentation provided, JND issued six (6) checks totaling \$405.72 to the beneficiaries. The total amount allocated as undistributable payments is \$84,041.76.

10. On June 22, 2018, JND received a check made payable to the Alta Mesa Settlement Fund in the amount of \$340.84 representing a return of funds for a Distribution Check that had been cashed by Bank of America on behalf of a Trust that was now closed. The returned funds were deposited in the Bollenbach Settlement Account.

11. On August 7, 2018, Class Counsel directed JND to issue an additional payment to one (1) Class Member in the sum of \$324.72. A check for this amount was issued on August 9, 2018.

12. As of the date of this Declaration, a total of 106 Distribution Checks had been returned to JND as undeliverable. JND was able to re-mail a total of seven (7) Distribution Checks to forwarding addresses provided by the U.S. Postal Service that were not returned. JND also researched addresses using credit reporting databases and re-mailed a total of 15 Distribution Checks following research, four (4) of which were returned as undeliverable at the new address.

13. As of the date of this Declaration, a total of 2,359 Distribution Checks with a total value of \$2,824,968.93 (approximately 97.3% of settlement funds disbursed, or 94.4% of the Net Settlement Amount) have cleared the account. A total of 401 Distribution checks with a value of \$78,019.51 were not negotiated by their void date and have now expired.

UNDISTRIBUTED PROCEEDS

14. A total of \$169,691.92 from the Net Settlement Amount remains undistributed in the Bollenbach Settlement Account pending further order of the Court. *See Settlement Agreement, paragraph 1.27.*

ADMINISTRATION EXPENSES

15. Pursuant to the Court's Distribution Order, a reserve for anticipated additional actually-incurred Litigation Expenses and Administration Expenses was established in the amount of \$39,000 (the "Reserve Fund").

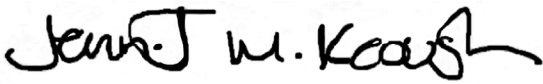
16. As of the date of this Declaration, JND has incurred administration costs totaling \$25,895.52 and estimates the total cost of bringing the administration to completion to be \$28,500. In addition, JND has been directed to pay a total of \$7,525.00

to Daniel T. Reineke, PE. for consultancy work. The total cost of administrating the settlement is therefore anticipated to total \$36,025.

17. After accounting for the total cost of administrating the settlement, the balance of the Reserve Fund is \$2,975. This balance has been re-allocated to the Bollenbach Settlement Account as Undistributed Proceeds to be distributed as set forth in Paragraph 14.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 28, 2018, at Seattle, Washington.

BY: 
JENNIFER M. KEOUGH